

000803 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES		A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300		B Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100 %
Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation W.R. GRACE & CO. (INDIA) 406, 7th BLOCK, KORAMANGALA BANGALORE - 560 095 INDIA				b Employer identification number, if any	
				c Country under whose laws incorporated INDIA	
d Date of incorporation 7/28/95	e Principal place of busn. INDIA	f Principal business activity code number 325900	g Principal business activity OTHER CHEMICALS PRODUCT MFG	h Functional currency Indian Rupee	

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different FLORENCE LEE	

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
EQUITY SHARES	428,334	428,334

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

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Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	4,993.	8,621.
2a	Trade notes and accounts receivable	706.	684.
b	Less allowance for bad debts	(-1,357.)	()
3	Inventories		
4	Other current assets (attach schedule) SEE STATEMENT 3	6,318.	745.
5	Loans to stockholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule) SEE STATEMENT 4	2,483.	7,345.
8a	Buildings and other depreciable assets	90,719.	116,214.
b	Less accumulated depreciation	(10,664.)	(15,638.)
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach schedule)	0.	0.
13	Total assets	95,912.	117,971.
Liabilities and Stockholders' Equity			
14	Accounts payable	31,771.	25,348.
15	Other current liabilities (attach schedule) SEE STATEMENT 5	333,635.	342,736.
16	Loans from stockholders and other related persons		
17	Other liabilities (attach schedule)	0.	0.
18	Capital stock:		
a	Preferred stock		
b	Common stock	91,835.	88,922.
19	Paid-in or capital surplus (attach reconciliation)	0.	0.
20	Retained earnings	-361,329.	-339,035.
21	Less cost of treasury stock	()	()
22	Total liabilities and stockholders' equity	95,912.	117,971.

000803 09/03/2002W. R. GRACE & CO. & SUBSIDIARIES

W.R. GRACE & CO. (INDIA)

65-0773649

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Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	521,804.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		
h	Other (attach schedule)	1.	0.
3	Total net additions	1.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	521,805.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	521,805.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)	5d	11,057.
Enter exchange rate used for line 5d ▶		0.0211900	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE & CO. (INDIA)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-16,853,017.					-16,853,017.
2a Current year E&P	521,805.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-16,331,212.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-16,331,212.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-16,331,212.	0.	0.	0.	0.	-16,331,212.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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**SCHEDULE M
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE & CO. (INDIA)

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Indian Rupee 0.0211900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services			146,568.		
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	146,568.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) — see instructions ...					
20 Amounts loaned (enter the maximum loan balance during the year) — see instructions ...					

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Schedule M (Form 5471) (Rev. 5-2001)

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W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE & CO. (INDIA)

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	698,962	14,811
INTER CORP. OTHER INCOME	6,945,059	147,166
	-----	-----
Total	7,644,021	161,977
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE & CO. (INDIA)

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	1,272,017	26,954
ADVERTISING	62,048	1,315
GENERAL STATIONARY AND SU	170,944	3,622
TELEPHONE COMMUNICATIONS	2,663,778	56,445
UTILITIES	70,700	1,498
REPAIRS AND MAINTENANCE	113,893	2,413
INSURANCE	10,535	223
SERVICE CHARGES	27,850	590
Total	4,391,765	93,060

000803 09/04/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE & CO. (INDIA)

Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4. -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	6,318	745
Total	6,318	745

000803 09/04/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE & CO. (INDIA)

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	2,483	7,345
Total	2,483	7,345

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W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE & CO. (INDIA)

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	7,210	6,792
ACCRUED CURRENT LIABILITI	439	130
OTHER CURRENT LIABILITIES	11,702	21,213
INTER CORPORATE BAL. WITH	314,284	314,601
Total	333,635	342,736

000797 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

A Identifying number

65-0773649

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C Enter the total percentage of the foreign corporation's voting stock**

you owned at the end of its annual accounting period 100.000000 %

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

PT GRACE SPEC CHEMICALS

CIKARANG INDUSTRIAL ESTATE KAV. C-32

BEKASI 17530, INDONESIA

b Employer identification number, if any**c Country under whose laws incorporated**

INDONESIA

d Date of incorporation

05/15/93

e Principal place of busn.

INDONESIA

**f Principal business activity
code number**

325900

g Principal business activity

OTHER CHEMICALS

PRODUCT MFG

h Functional currency

Indonesian Rupiah

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent
(if any) in the United States****b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident
agent in country of incorporation****d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different****Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	50	50

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

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PT GRACE SPEC CHEMICALS

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Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			0.
2				
3				
4				
5				
6				
7				
8	Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	204,985.	451,605.
2a	Trade notes and accounts receivable	366,901.	540,857.
2b	Less allowance for bad debts	(-225,666.)	(-336,195.)
3	Inventories	256,390.	176,703.
4	Other current assets (attach schedule) SEE STATEMENT 3	50,479.	103,015.
5	Loans to stockholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule)	0.	0.
8a	Buildings and other depreciable assets	750,253.	733,913.
8b	Less accumulated depreciation	(268,085.)	(293,089.)
9a	Depletable assets		
9b	Less accumulated depletion	()	()
10	Land (net of any amortization)	106,742.	97,038.
11	Intangible assets:		
11a	a Goodwill		
11b	b Organization costs		
11c	c Patents, trademarks, and other intangible assets		
11d	d Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach schedule) SEE STATEMENT 4	6,999.	6,363.
13	Total assets	1,700,330.	2,152,600.
Liabilities and Stockholders' Equity			
14	Accounts payable	215,411.	193,771.
15	Other current liabilities (attach schedule) SEE STATEMENT 5	456,049.	860,198.
16	Loans from stockholders and other related persons	5,289,013.	5,578,979.
17	Other liabilities (attach schedule)	0.	0.
18	Capital stock:		
18a	a Preferred stock		
18b	b Common stock	114,070.	103,700.
19	Paid-in or capital surplus (attach reconciliation)	0.	0.
20	Retained earnings	-4,374,213.	-4,584,048.
21	Less cost of treasury stock	()	()
22	Total liabilities and stockholders' equity	1,700,330.	2,152,600.

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W. R. GRACE & CO. & SUBSIDIARIES
PT GRACE SPEC CHEMICALS

65-0773649

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Form 5471 (Rev. 5-2001)

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account	1	-6,074,916,292.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		
h	Other (attach schedule)	5.	0.
3	Total net additions	5.	0.
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-6,074,916,287.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	-6,074,916,287.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)	5d	-607,492.
Enter exchange rate used for line 5d ▶		0.0001000	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

000797 09/03/2002

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

PT GRACE SPEC CHEMICALS

Important! Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-27,368,717,638.					-27,368,717,638.
2a Current year E&P						
b Current year deficit in E&P	6,074,916,287.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-33,443,633,925.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-33,443,633,925.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-33,443,633,925.	0.	0.	0.	0.	-33,443,633,925.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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SCHEDULE M
(Form 5471)
 (Rev. May 2001)
 Department of the Treasury
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
 and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

PT GRACE SPEC CHEMICALS

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Indonesian Rupiah 0.0001000

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)			114,375.		
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	114,375.	0.	0.
10 Purchases of stock in trade (inventory)			306,012.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services			83,736.		
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	389,748.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions			5,395,148.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

CAA

1 5471M1

NTF 35685

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Statement 1
65-0773649♥ 000797 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
PT GRACE SPEC CHEMICALS

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OPERATING REVENUE	-142,412,807	-14,241
OTHER INCOME	-4,679,221,409	-467,922
Total	-4,821,634,216	-482,163

000797 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
PT GRACE SPEC CHEMICALS

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	299,943,140	29,994
CHARITABLE DEDUCTIONS	215,000	22
ADVERTISING	132,214,861	13,221
GENERAL STATIONARY AND SU	186,753,728	18,675
TELEPHONE COMMUNICATIONS	805,571,876	80,557
OPERATING COSTS	202,618,918	20,262
UTILITIES	33,704,314	3,370
REPAIRS AND MAINTENANCE	172,734,394	17,273
INSURANCE	54,185,977	5,419
SERVICE CHARGES	34,471,596	3,447
OTHER DEDUCTIONS	-1,345,342	-135
INTER CORP. - OTHER EXP.	469,856,727	46,986
EXPENSE TRANSFERS	1	
Total	2,390,925,190	239,091

♥ 000797 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
PT GRACE SPEC CHEMICALS

Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	50,479	103,015
	-----	-----
Total	50,479	103,015
	=====	=====

000797 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
PT GRACE SPEC CHEMICALS

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	6,999	6,363
Total	6,999	6,363

Statement 5
65-0773649000797 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
PT GRACE SPEC CHEMICALS

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	141,455	313,309
ACCRUED CURRENT LIABILITI	44,444	119,609
INTER CORPORATE BAL. WITH	270,150	427,280
	-----	-----
Total	456,049	860,198
	=====	=====

000175 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES		A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300		B Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100 %
Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation AMICON IRELAND LIMITED CLARENDON HOUSE, 2 CHURCH STREET HAMILTON HMII, BERMUDA				b Employer identification number, if any	
				c Country under whose laws incorporated IRELAND	
d Date of incorporation 1/13/78	e Principal place of busn. IRELAND	f Principal business activity code number 551112	g Principal business activity OFFICES OF OTHER HOLDING COMPANIES	h Functional currency Euro	

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States		b If a U.S. income tax return was filed, please show:	
		(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation		d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different	
		MARIO FAVORITO W. R. GRACE & CO. - CONN., 62 WHITTEMORE RD CAMBRIDGE, MA 02140	

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY	339,000	339,000

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

AMICON IRELAND LIMITED

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AMICON IRELAND LIMITED

65-0773649

Form 5471 (Rev. 5-2001)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 IRELAND			0.
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		14,598.	786,266.
2a Trade notes and accounts receivable			
b Less allowance for bad debts		()	()
3 Inventories			
4 Other current assets (attach schedule)	SEE STATEMENT 2	1,450.	1,511.
5 Loans to stockholders and other related persons		762,242.	
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets			
b Less accumulated depreciation		()	()
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		()	()
12 Other assets (attach schedule)		0.	0.
13 Total assets		778,290.	787,777.
Liabilities and Stockholders' Equity			
14 Accounts payable			
15 Other current liabilities (attach schedule)	SEE STATEMENT 3	4,953.	3,780.
16 Loans from stockholders and other related persons		0.	24,383.
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock			
19 Paid-in or capital surplus (attach reconciliation)		436,158.	413,504.
20 Retained earnings		337,179.	346,110.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		778,290.	787,777.

000175 09/03/2002W. R. GRACE & CO. & SUBSIDIARIES

AMICON IRELAND LIMITED

65-0773649

Form 5471 (Rev. 5-2001)

Page 4

Schedule G Other Information

- | | Yes | No |
|--|--------------------------|-------------------------------------|
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity. | | |

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.	1	29,964.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
	Net Additions	Net Subtractions
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes	2,165.	
h Other (attach schedule)	0.	0.
3 Total net additions	2,165.	
4 Total net subtractions		0.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	32,129.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	32,129.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)	5d	28,683.
Enter exchange rate used for line 5d ►		0.8927500

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | Yes | No |
|--|--------------------------|-------------------------------------|
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- If the answer to either question is "Yes," attach an explanation.

000175 09/03/2002

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

AMICON IRELAND LIMITED

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	45,579.	1,653,931.				1,699,510.
2a Current year E&P	32,128.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	77,707.	1,653,931.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	77,707.	1,653,931.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	77,707.	1,653,931.	0.	0.	0.	1,731,638.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

000175 09/03/2002

**SCHEDULE M
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

AMICON IRELAND LIMITED

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ EURO .89275

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).					
7 Interest received			33,285.		
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	33,285.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . .					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . .					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000175 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
AMICON IRELAND LIMITED

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER DEDUCTIONS	5,155	4,602
	-----	-----
Total	5,155	4,602
	=====	=====

Statement 2
65-0773649♥ 000175 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
AMICON IRELAND LIMITED

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	1,450	1,511
	-----	-----
Total	1,450	1,511
	=====	=====

Statement 3
65-0773649

000175 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
AMICON IRELAND LIMITED

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
INCOME TAXES PAYABLE	1,407	3,780
ACCRUED CURRENT LIABILITI	3,546	
	-----	-----
Total	4,953	3,780
	=====	=====

000410 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations.**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning

01/01

, 20 01

, and ending 12/31

, 20 01

A Identifying number

65-0773649

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C Enter the total percentage of the foreign corporation's voting stock
you owned at the end of its annual accounting period**

100%

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**GRACE CONSTRUCTION PRODUC
UNIT 200, HOLLY ROAD, WESTERN INDUSTRIAL ESTATE
NAAS ROAD, DUBLIN 12, IRELAND**b Employer identification number, if any****c Country under whose laws incorporated**
IRELAND**d Date of incorporation**

11/21/97

e Principal place of busn.

IRELAND

**f Principal business activity
code number**

325900

g Principal business activity
OTHER CHEMICAL
PRODUCT MFG**h Functional currency**

Euro

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent
(if any) in the United States****b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident
agent in country of incorporation****d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**MATSACK TRUST LIMITED
30 HERBERT STREET
DUBLIN 2, IRELAND**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	2	2

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

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1 54711

NTF 35686

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GRACE CONSTRUCTION PRODUC

65-0773649

Page 3

Form 5471 (Rev. 5-2001)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			0.
2 IRELAND			
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets	(a) Beginning of annual accounting period		(b) End of annual accounting period	
1 Cash	1	111,208.	131,841.	
2a Trade notes and accounts receivable	2a	422,271.	451,575.	
b Less allowance for bad debts	2b	(-30,938.)	(-31,241.)	
3 Inventories	3	124,986.	81,461.	
4 Other current assets (attach schedule)	4	3,513.	3,368.	
5 Loans to stockholders and other related persons	5			
6 Investment in subsidiaries (attach schedule)	6			
7 Other investments (attach schedule)	7	1,625.	0.	
8a Buildings and other depreciable assets	8a	190,246.	184,224.	
b Less accumulated depreciation	8b	(88,656.)	(105,553.)	
9a Depletable assets	9a			
b Less accumulated depletion	9b	()	()	
10 Land (net of any amortization)	10			
11 Intangible assets:				
a Goodwill	11a	139,300.	132,066.	
b Organization costs	11b			
c Patents, trademarks, and other intangible assets	11c			
d Less accumulated amortization for lines 11a, b, and c	11d	(35,407.)	(40,171.)	
12 Other assets (attach schedule)	12	-176.	28,971.	
13 Total assets	13	899,848.	899,023.	
Liabilities and Stockholders' Equity				
14 Accounts payable	14	46,429.	44,057.	
15 Other current liabilities (attach schedule)	15	454,929.	657,117.	
16 Loans from stockholders and other related persons	16	227,776.	93,423.	
17 Other liabilities (attach schedule)	17	0.	0.	
18 Capital stock:				
a Preferred stock	18a			
b Common stock	18b	118.	112.	
19 Paid-in or capital surplus (attach reconciliation)	19		0.	
20 Retained earnings	20	170,596.	104,314.	
21 Less cost of treasury stock	21	()	()	
22 Total liabilities and stockholders' equity	22	899,848.	899,023.	

000410 09/03/2002W. R. GRACE & CO. & SUBSIDIARIES

GRACE CONSTRUCTION PRODUC

65-0773649

Page 4

Form 5471 (Rev. 5-2001)

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	-65,068.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		25,333.
h	Other (attach schedule)	3.	0.
3	Total net additions	3.	
4	Total net subtractions		25,333.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-90,398.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	-90,398.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).	5d	-80,703.
	Enter exchange rate used for line 5d		0.8927500

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

000410 09/03/2002

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE CONSTRUCTION, PRODUC

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	112,560.					112,560.
2a Current year E&P						
b Current year deficit in E&P	90,398.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	22,162.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	22,162.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	22,162.	0.	0.	0.	0.	22,162.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)